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## AMENDMENTS TO THE CLAIMS

(Currently amended) A compound of Formula I or II:

A is independently selected from hydrogen;  $-(C=O)-O-R_1$ ,  $-(C=O)-R_2$ ,  $-C(=O)-NH-R_2$ ,  $-C(=S)-NH-R_2$ , or  $-S(O)_2-R_2$ ;

G is independently selected from -OH, -O-( $C_1$ - $C_{12}$  alkyl), -NHS(O)<sub>2</sub>- $R_1$ , -(C=O)-R<sub>2</sub>,; -(C=O)-O- $R_1$ , or -(C=O)-NH- $R_2$ ;

L is independently selected from -S-,  $-SCH_2-$ ,  $-SCH_2CH_2-$ ,  $-S(O)_2-$ ,  $-S(O)_2CH_2CH_2-$ ,  $-S(O)_2-$ ,  $-S(O)_2CH_2CH_2-$ ,  $-CCH_2CH_2-$ ;

X and Y taken together with the carbon atoms to which they are attached form a cyclic moiety selected from aryl, substituted aryl, heteroaryl, or substituted heteroaryl;

W is absent, or independently selected from -O-, -S-, -NH-, -C(O)NR<sub>1</sub>- or -NR<sub>1</sub>-;

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Z is independently selected from hydrogen; -CN, -SCN, -NCO, -NCS, -NHNH<sub>2</sub>, -N<sub>3</sub>, halogen, -R<sub>4</sub>, -C<sub>3</sub>-C<sub>12</sub> cycloalkyl, substituted -C<sub>3</sub>-C<sub>12</sub> cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heterocycloalkyl, and -NH-N=CH(R<sub>1</sub>);

Eeach  $R_1$  is independently selected from hydrogen,  $C_1$ – $C_6$  alkyl, substituted  $C_1$ – $C_6$  alkyl,  $C_1$ – $C_6$  alkenyl, substituted  $C_1$ – $C_6$  alkenyl,  $C_1$ – $C_6$  alkynyl, substituted  $C_1$ – $C_6$  alkynyl,  $C_3$ – $C_{12}$  cycloalkyl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, or substituted heterocycloalkyl;

Eeach  $R_2$  is independently selected from hydrogen,  $C_1$ – $C_6$  alkyl,  $C_1$ – $C_6$  alkyl, substituted  $C_1$ – $C_6$  alkyl,  $C_1$ – $C_6$  alkenyl, substituted  $C_1$ – $C_6$  alkenyl,  $C_1$ – $C_6$  alkynyl, substituted  $C_1$ – $C_6$  alkynyl,  $C_3$ – $C_{12}$  cycloalkyl, substituted  $C_3$ – $C_{12}$  cycloalkyl, alkylamino, dialkylamino, arylamino, diarylamino, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, or substituted heterocycloalkyl;

Eeach R4 is independently selected from:

- (i) -C<sub>1</sub>-C<sub>6</sub> alkyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, or substituted heteroaryl;
- (ii) -C<sub>2</sub>-C<sub>6</sub> alkenyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, or substituted heteroaryl; or
- (iii)—C<sub>2</sub>—C<sub>6</sub> alkynyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, or substituted heteroaryl;

 $R_5$  and  $R_6$  are each independently selected from hydrogen or methyl; each  $R_7$  and  $R_8$  is independently selected from:

(i) -C<sub>1</sub>-C<sub>6</sub> alkyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, or substituted heteroaryl;

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- (ii) -C<sub>2</sub>-C<sub>6</sub> alkenyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, or substituted heteroaryl; or
- (iii) -C<sub>2</sub>-C<sub>6</sub> alkynyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, or substituted heteroaryl;

j = 0, 1, 2, 3, or 4; m = 0, 1, or 2;s = 0, 1 or 2;

wherein each substituted alkyl, substituted alkenyl, substituted alkynyl, substituted aryl, substituted arylalkyl, substituted heteroaryl, substituted C3-C12-cycloalkyl, substituted heterocycloalkyl, and substituted heteroarylalkyl may independently replace one, two or three of the hydrogen atoms thereon with F, Cl, Br, I, OH, NO2, CN, C1-C6-alkyl-OH, C(O)-C1-C6-alkyl, OCH2-C<sub>3</sub>-C<sub>12</sub>-cycloalkyl, C(O)H, C(O)-aryl, C(O)-heteroaryl, CO<sub>2</sub>-alkyl, CO<sub>2</sub>-aryl, CO<sub>2</sub>-heteroaryl, CONH<sub>2</sub>, CONH-C<sub>1</sub>-C<sub>6</sub>-alkyl, CONH-aryl, CONH-heteroaryl, OC(O)-C<sub>1</sub>-C<sub>6</sub>-alkyl, OC(O)-aryl, OC(O)-heteroaryl, OCO2-alkyl, OCO2-aryl, OCO2-heteroaryl, OCONH2, OCONH-C1-C6-alkyl, OCONH-aryl, OCONH-heteroaryl, NHC(O)H, NHC(O)-C1-C6-alkyl, NHC(O)-aryl, NHC(O)heteroaryl, NHCO2-alkyl, NHCO2-aryl, NHCO2-heteroaryl, NHCONH2, NHCONH-C1-C6-alkyl, NHCONH-aryl, NHCONH-heteroaryl, SO<sub>2</sub>-C<sub>1</sub>-C<sub>6</sub>-alkyl, SO<sub>2</sub>-aryl, SO<sub>2</sub>-heteroaryl, SO<sub>2</sub>NH<sub>2</sub>,  $SO_2NH-C_1-C_6-alkyl,\ SO_2NH-arryl,\ SO_2NH-heteroarryl,\ C_1-C_6-alkyl,\ C_3-C_{12}-cycloalkyl,\ CF_3,$ CH<sub>2</sub>CF<sub>3</sub>, CHCl<sub>2</sub>, CH<sub>2</sub>NH<sub>2</sub>, CH<sub>2</sub>SO<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, halo alkyl, C<sub>3</sub>-C<sub>12</sub> cycloalkyl, substituted  $C_3$ - $C_{12}$  cycloalkyl, aryl, substituted aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, benzyl, benzyloxy, aryloxy, heteroaryloxy, C1-C6-alkoxy, methoxymethoxy, methoxyethoxy, amino, benzylamino, arylamino, heteroarylamino, C1-C3-alkylamino, di-C1-C3-alkylamino, thio, aryl-thio, heteroarylthio, benzyl-thio, C1-C6-alkyl-thio, or methylthiomethyl.

2. (Original) The compound of claim 1, wherein the compound is of Formula III:

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wherein  $R_7$  and  $R_8$  are independently selected from  $R_4$  as defined in claim 1.

3. (Original) The compound of claim 1, wherein the compound is of Formula IV:

wherein  $R_7$  and  $R_8$  are independently selected from  $R_4$  as defined in claim 1.

4. (Original) A compound according to any one of claims 1-3, wherein W is absent and Z is thiophenyl.

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- 5. (Original) A compound according to any one of claims 1-3, wherein W is -CH=CH- and Z is thiophenyl.
- 6. (Original) A compound according to claim 1 which is selected from:
  - Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;
  - Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 2
    (formamido)-thiazol-4-yi, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;
  - Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = ethyl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;
  - Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = phenyl, Y = 3, Y = 1, and Y = 1
  - Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 4-methoxyphenyl, y = 3, y = 1, and y = 1, a
  - Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 4-ethoxyphenyl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;

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- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 5-bromothiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = \text{hydrogen}$ ;
- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 2-pyrid-3-yl ethylenyl, y = 3, y = 1, and y
- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 3,4.

  Dimethoxy-phenyl, y = 3, y = 1, and y = 1, and y = 1, and y = 1.
- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 2-thiophen-2-yl ethylenyl, y = 3, y = 1, and y = 1, and y = 1.
- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, Z = indole-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;
- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 1H-indol-3-yl methyl, y = 3, y = 1, and y = 1, and y = 1.
- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = furan-2-yl, i = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;

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- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 1H-benzoimidazol-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;
- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 1Himidazol-2-ylmethyl, y = 1, and y = 1, an
- Compound of Formula I, wherein A = tBOC, G = OEt, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = chloro, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;
- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, Z = thiophen-3-yl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;
- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 2-pyrid-3-yl acetylenyl, Y = 3, Y = 3, Y = 3, Y = 3, and Y = 3, and Y = 3, and Y = 3, and Y = 3.
- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 2, 3-dihydrobenzofuran-5-yl, j = 3, m = s = 1, and  $R_5 = R_6 =$  hydrogen;
- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W = -NH-, Z = propargyl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;

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- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W = -N(ethyl) Z = benzyl, j = 3, m = s = 1, and  $R_5 = R_6 = bydrogen$ ;
- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W = -NH-, Z = pyrid-3-yl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;
- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = tetrazolyl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;
- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = morpholino, j = 3, m = s = 1, and  $R_3 = R_6 = hydrogen$ ;
- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W = -O-, Z = thiophen-3-yl-methyl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;
- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;
- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;

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Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together

with the carbon atoms to which they are attached are  $\mathbb{Z}_{s}^{\frac{1}{2}}$ , W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and  $\mathbb{R}_{s} = \mathbb{R}_{6}$  = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together

with the carbon atoms to which they are attached are thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = \text{hydrogen}$ ;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together

with the carbon atoms to which they are attached are thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = \text{hydrogen}$ ;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are X = A, X = A,

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;

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Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are thiophen-2-yl, j = 3, m = s = 1, and  $R_3 = R_6 = hydrogen$ ;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;

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Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together

with the carbon atoms to which they are attached are thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are absent, Z = thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;

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Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together

with the carbon atoms to which they are attached are = thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together

with the carbon atoms to which they are attached are thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = \text{hydrogen}$ ;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together

with the carbon atoms to which they are attached are thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = \text{hydrogen}$ ;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together

with the carbon atoms to which they are attached are absent, Z = thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = \text{hydrogen}$ ;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together

with the carbon atoms to which they are attached are = thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 =$  hydrogen;

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Compound of Formula I, wherein A = tBOC, G = OEt, L = absent, X and Y taken together with the carbon atoms to which they are attached are thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;

Compound of Formula L, wherein A = tBOC, G = OH, L = absent, X and Y taken together

with the carbon atoms to which they are attached are thiophen-2-yl, j = 3, m = s = 1, and  $R_3 = R_6 = \text{hydrogen}$ ;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together

with the carbon atoms to which they are attached are thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = \text{hydrogen}$ ;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together

with the carbon atoms to which they are attached are  $Z = \text{thiophen-2-yl}, j = 3, m = s = 1, R_5 = R_6 = \text{hydrogen};$ 

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Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together

with the carbon atoms to which they are attached are thiophen-2-yl, j = 3, m = s = 1,  $R_5 = R_6 = hydrogen$ ;

- Compound of Formula I, wherein  $A = -(C=O) O R^1$ , wherein  $R^1 =$  cyclopentyl, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 =$  hydrogen;
- Compound of Formula I, wherein  $A = -(C=O)-O-R^1$ , wherein  $R^1 = \text{cyclobutyl}$ , G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = \text{hydrogen}$ ;
- Compound of Formula I, wherein  $A = -(C=O) O R^1$ , wherein  $R^1 = \text{cyclohexyl}$ , G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = \text{hydrogen}$ ;
- Compound of Formula I, wherein  $A = -(C=O)-O-R^{T}$ , wherein  $R^{T} = -\frac{1}{2}$ , G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and  $R_{5} = R_{6} = hydrogen$ ;
- Compound of Formula I, wherein  $A = -(C=0)-O-R^1$ , wherein  $R^1 = -(C=0)$ , G = OH, L = A absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = A thiophen-2-yl, A = A and A = A and A = A thiophen-2-yl, A = A and A = A thiophen-2-yl, A = A and A = A thiophen-2-yl, A =

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- Compound of Formula I, wherein  $A = -(C=O)-O-R^1$ , wherein  $R^1 = -CO$ , G = OH, L = A absent, X and Y taken together with the carbon atoms to which they are attached are phenyl. W is absent, Z = A thiophen-2-yl, A = CO, A = CO
- Compound of Formula I, wherein  $A = -(C=O)-R^1$ , wherein  $R^1 =$  cyclopentyl, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 =$  hydrogen;
- Compound of Formula I, wherein  $A = -(C=O)-NH-R^1$ , wherein  $R^1 =$  cyclopentyl, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 =$  hydrogen;
- Compound of Formula I, wherein  $A = -(C=S)-NH-R^1$ , wherein  $R^1$  = cyclopentyl, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;
- Compound of Formula I, wherein  $A = -S(O)_2 R^1$ , wherein  $R^1 =$  cyclopentyl, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 =$  hydrogen;
- Compound of Formula I, wherein  $A = -(C=0)-O-R^1$ ,  $R^1 =$  cyclopentyl, G = -O-phenethyl, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 =$  hydrogen;
- Compound of Formula I, wherein  $A = -(C=0)-O-R^1$ ,  $R^1 = cyclopentyl$ , G = -NH-phenethyl, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, y = 3, y = 1, and y = 1, an

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- Compound of Formula I, wherein  $A = -(C=O) O R^1$ ,  $R^1 =$  cyclopentyl, G = -NHS(O)2-phenethyl L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 =$  hydrogen;
- Compound of Formula I, wherein  $A = -(C=0) O R^1$ ,  $R^1 = \text{cyclopentyl}$ , G = -(C=0) OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = \text{hydrogen}$ ;
- Compound of Formula I, wherein  $A = -(C=O) O R^1$ ,  $R^1 =$  cyclopentyl, G = -(C=O) O-phenethyl, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, y = 1, and  $R_5 = R_6 =$  hydrogen;
- Compound of Formula I, wherein  $A = -(C=O) O R^1$ ,  $R^1 =$  cyclopentyl, G = -(C=O) NH—phenethyl, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, y = 1, and y = 1,
- Compound of Formula I, wherein  $A = -(C=O)-O-R^1$ ,  $R^1 =$  cyclopentyl,  $G = -(C=O)-NH-S(O)_2-$  benzyl, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, y = 1, and y = 1,
- Compound of Formula I, wherein A = tBOC, G = OH, L =  $-(C=O)CH_2-$ , X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R<sub>5</sub> = R<sub>6</sub> = hydrogen;

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- Compound of Formula I, wherein A = tBOC, G = OH,  $L = -CH(CH_3)CH_2$ -, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ;
- Compound of Formula I, wherein A = tBOC, G = OH, L = -O-, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1,  $R_5 = methyl$ , and  $R_6 = hydrogen$ ;
- Compound of Formula I, wherein A = tBOC, G = OH, L = -S-, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1,  $R_5 = methyl$ , and  $R_6 = hydrogen$ ;
- Compound of Formula I, wherein A = tBOC, G = OH, L = -S(O), X and Y taken together with the carbon atoms to which they are attached are phenyl, Y is absent, Y is absent.
- Compound of Formula I, wherein A = tBOC, G = OH,  $L = -S(O)_2$ , X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent,  $Z = thiophen_2$ .

  2-yl, j = 3, m = s = 1,  $R_5 = methyl$ , and  $R_6 = hydrogen$ ;
- Compound of Formula I, wherein A = tBOC, G = OH,  $L = -SCH_2CH_2$ , X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1,  $R_5 = methyl$ , and  $R_6 = hydrogen$ ;
- Compound of Formula I, wherein A = tBOC, G = OH,  $L = CF_2CH_2$ , X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ ; and

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Compound of Formula I, wherein A = tBOC, G = OH,  $L = -CHFCH_2-$ , X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and  $R_5 = R_6 = hydrogen$ .

7. (Previously presented) A compound of Formula V:

wherein A is selected from:

$$\begin{pmatrix}
V_{1} \\
V_{1} \\
V_{2} \\
V_{1} \\
V_{2} \\
V_{3} \\
V_{4} \\
V_{1} \\
V_{2} \\
V_{3} \\
V_{4} \\
V_{1} \\
V_{2} \\
V_{3} \\
V_{4} \\
V_{5} \\
V_{1} \\
V_{1} \\
V_{2} \\
V_{3} \\
V_{4} \\
V_{5} \\
V_{5} \\
V_{7} \\
V_{1} \\
V_{1} \\
V_{2} \\
V_{1} \\
V_{2} \\
V_{3} \\
V_{4} \\
V_{5} \\
V_{5} \\
V_{1} \\
V_{1} \\
V_{2} \\
V_{1} \\
V_{2} \\
V_{3} \\
V_{4} \\
V_{5} \\
V_{5} \\
V_{1} \\
V_{1} \\
V_{2} \\
V_{3} \\
V_{4} \\
V_{5} \\
V_{5} \\
V_{5} \\
V_{7} \\
V_{1} \\
V_{1} \\
V_{2} \\
V_{3} \\
V_{4} \\
V_{5} \\
V_{5} \\
V_{7} \\
V_{1} \\
V_{1} \\
V_{2} \\
V_{3} \\
V_{4} \\
V_{5} \\
V_{5} \\
V_{7} \\
V_{1} \\
V_{1} \\
V_{2} \\
V_{3} \\
V_{4} \\
V_{5} \\
V_{5} \\
V_{5} \\
V_{7} \\
V_{1} \\
V_{1} \\
V_{2} \\
V_{3} \\
V_{4} \\
V_{5} \\
V_{5} \\
V_{7} \\
V_{1} \\
V_{1} \\
V_{2} \\
V_{3} \\
V_{4} \\
V_{5} \\
V_{5} \\
V_{7} \\
V_{1} \\
V_{1} \\
V_{2} \\
V_{3} \\
V_{4} \\
V_{5} \\
V_{5} \\
V_{7} \\
V_{7$$

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and B is selected from:

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8. (Previously presented) A compound of claim 7 selected from the following compounds: .

| Compound | В     | Compound | В          |
|----------|-------|----------|------------|
| 101301   | C N S | 101358   | O H Z C-}- |

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|        | 0                                     | 101302 | S-7\                                     |
|--------|---------------------------------------|--------|--|
| 101306 | MeO N O                               |        | MeO N O                                  |
| 101322 |                                       | 101311 | S Br<br>N O                              |
| 101325 |                                       | 101303 | MeO N O                                  |
| 101326 |                                       | 101327 | N N N N N N N N N N N N N N N N N N N    |
| 101330 | N N N N N N N N N N N N N N N N N N N | 101331 |  |
| 101332 |                                       | 101335 | N N N N N N N N N N N N N N N N N N N    |
| 101336 | C N OH                                | 101348 | ST S |

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| 101340 | N N N N N N N N N N N N N N N N N N N    | 101334 | N N N N N N N N N N N N N N N N N N N |
|--------|--|--------|---------------------------------------|
| 101348 | ST S | 101359 |                                       |
| 101328 |  | 101360 |                                       |
| 101361 | N N N N N N N N N N N N N N N N N N N    | 101362 | N N N N N N N N N N N N N N N N N N N |
| 101329 | Z Z Z O Z Z Z Z Z Z Z Z Z Z Z Z Z Z Z Z  | 101324 |                                       |
| 101304 |  | 101355 |                                       |
| 101356 |  | 101307 | S S                                   |

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| 101357 | CINTO O                  | 101347 |                                       |
|--------|--------------------------|--------|---------------------------------------|
| 101352 |                          | 101364 |                                       |
| 101308 | CTNT O                   | 101309 | S S                                   |
| 101367 | TN N N S                 | 101368 |                                       |
| 101323 |                          | 101317 | HN-N,<br>N Ph                         |
| 101318 | N-N<br>SiMe <sub>3</sub> | 101319 | N N N N N N N N N N N N N N N N N N N |
| 101351 |                          | 101353 |                                       |

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| 101349 | ST S | 101333 |   |
|--------|--|--------|---|
| 101320 | N-N<br>Ph                                | 101321 | N=N,<br>Ph  |
| 101347 |  | 101350 |   |
| 101313 | C N S N                                  | 101366 | N S   |
| 101354 | N N N N N N N N N N N N N N N N N N N    | 101343 | O SH<br>N SH<br>N SH<br>N SH<br>N SH<br>N SH<br>N SH<br>N SH<br>N |
| 101314 | N S S                                    | 101339 | S S S S S S S S S S S S S S S S S S S                             |
| 101341 |  | 101345 | N H N N N N N N N N N N N N N N N N N N                           |

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| 101344 | N S Br | 101342 |     |
|--------|--------|--------|-----|
| 101315 |        | 101346 |     |
| 101337 |        | 101338 | S S |

| Compound | A                                     | Compound | A  |
|----------|---------------------------------------|----------|--|
| 105301   | O NATA                                | 123301   | HO N N N N N N N N N N N N N N N N N N N |
| 112301   | N N N N N N N N N N N N N N N N N N N | 124301   | OH H                                     |

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| 100201 | -0                                    | 122301 | o                              |
|--------|---------------------------------------|--------|--------------------------------|
| 109301 | N to K                                |        | N <sup>N</sup> Y               |
| 111301 | O Note                                | 114301 | N <sup>th</sup> i <sub>t</sub> |
| 107301 | N H H                                 | 104301 | O N'ini,                       |
| 110301 | N <sup>N</sup>                        | 128301 | N N H                          |
| 124301 | OH H                                  | 113301 | N H<br>N H                     |
| 143301 | N H                                   | 115301 | IZ.                            |
| 108301 | N N N N N N N N N N N N N N N N N N N | 118301 | N NH H                         |
| 120301 | N H H                                 | 129301 | N N H                          |
| 121301 | O'N N'ST'                             | 117301 | N H N N H                      |
| 145301 | N H                                   | 106301 | N H H                          |
|        |                                       |        |                                |

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| 144201 | 1 0                                      | 126301 | 0  |
|--------|--|--------|--|
| 144301 | H H                                      |        | N N N N N N N N N N N N N N N N N N N    |
| 127301 | N H                                      | 130301 | F N N N N N N N N N N N N N N N N N N N  |
| 116301 | N <sup>1-1</sup> C <sub>S</sub> H        | 102301 | N'tr's                                   |
| 140301 | NH H                                     | 141301 | N H                                      |
| 139301 | N'X'                                     | 138301 | HN H                                     |
| 142301 | N-N H                                    | 137301 | HN H                                     |
| 135301 | N <sup>1,1</sup> 1,                      | 134301 | N H                                      |
| 133301 | HO N N N N N N N N N N N N N N N N N N N | 131301 | HO N N N N N N N N N N N N N N N N N N N |
| 132301 | HO N H H                                 | 136301 | O O O                                    |

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- 9. (Original) A pharmaceutical composition comprising an inhibitory amount of a compound according to claim 1 or 7 alone or in combination with a pharmaceutically acceptable carrier or excipient.
- 10. (Original) A method of treating a hepatitis C viral infection in a subject, comprising administering to the subject an inhibitory amount of a pharmaceutical composition according to claim 9.
- 11. (Original) A method of inhibiting the replication of hepatitis C virus, the method comprising supplying a hepatitis C viral NS3 protease inhibitory amount of the pharmaceutical composition of claim 9.
- 12. (Original) The method of claim 10 further comprising administering concurrently an additional anti-hepatitis C virus agent.
- 13. (Original) The method of claim 12, wherein said additional anti-hepatitis C virus agent is selected from the group consisting of: α-interferon, β-interferon, ribavarin, and adamantine.
- 14. (Original) The method of claim 12, wherein said additional anti-hepatitis C virus agent is an inhibitor of hepatitis C virus helicase, polymerase, metalloprotease, or IRES.